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Form 990

Department of the Treasury  
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization

Delta Dental of Pennsylvania

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

One Delta Drive

Room/suite

City or town, state or country, and ZIP + 4

Mechanicsburg, PA 17055

D Employer identification number

23-1667011

E Telephone number

(717) 766-8500

G Gross receipts \$ 481,522,226

F Name and address of principal officer

H(a) Is this a group return for affiliates?

☐ Yes ☒ No

H(b) Are all affiliates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☒ 501(c) ( 4 ) ◀(Insert no ) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www.deltadentalins.com

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1964

M State of legal domicile PA

Part I

Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities TO ADVANCE DENTAL HEALTH AND ACCESS THROUGH EXCEPTIONAL DENTAL BENEFITS, SERVICE, TECHNOLOGY, AND PROFESSIONAL SUPPORT		
	2	Check this box <input checked="" type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	19
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	11
	5	Total number of employees (Part V, line 2a)	5	895
Revenue	6	Total number of volunteers (estimate if necessary)	6	
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	
	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)		0
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	459,852,837	474,451,482
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-660,304	1,137,040
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	0
Expenses			459,192,533	475,588,522
	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	290,893	253,927
	14	Benefits paid to or for members (Part IX, column (A), line 4)	411,504,487	427,494,593
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	26,232,118	24,901,142
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	16,631,895	15,610,387
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	454,659,393	468,260,049
Net Assets or Fund Balances	19	Revenue less expenses Subtract line 18 from line 12	4,533,140	7,328,473
			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	90,313,057	96,587,140
	21	Total liabilities (Part X, line 26)	53,830,406	51,123,695
	22	Net assets or fund balances Subtract line 21 from line 20	36,482,651	45,463,445

Part II

Signature Block

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Signature of officer

2010-11-15

Date

JEANNE FOSTER V P , FINANCE

Type or print name and title

Paid Preparer's Use Only

Preparer's signature

Date

Check if self-employed ☐

Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4

CBIZ MHM LLC

3625 Cumberland Blvd SE Suite 800

Atlanta, GA 30339

EIN

Phone no (770) 858-4500

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2009)

Part III

Statement of Program Service Accomplishments

1

Briefly describe the organization's mission

TO ADVANCE DENTAL HEALTH AND ACCESS THROUGH EXCEPTIONAL DENTAL BENEFITS, SERVICE, TECHNOLOGY, AND PROFESSIONAL SUPPORT

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes

☒

No

If "Yes," describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes

☒

No

If "Yes," describe these changes on Schedule O

4

Describe the exempt purpose achievements for each of the organization's three largest program services by expenses

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code

) (Expenses \$

462,673,786

including grants of \$

) (Revenue \$

474,451,482 )

The organization provided dental benefit coverage for 1,749,092 beneficiaries in 2009 primarily through contracts with independent dentists serving 3,289 purchasing groups The organization paid more than \$427,494,593 for dental care during 2009

4b

(Code

) (Expenses \$

253,927

including grants of \$

253,927 ) (Revenue \$

)

The organization made grants during 2009 to foster improved access to dental health care treatment, to support professional dental education, and to provide oral health instruction for patients

4c

(Code

) (Expenses \$

including grants of \$

) (Revenue \$

)

4d

Other program services (Describe in Schedule O )

(Expenses \$

including grants of \$

) (Revenue \$

)

4e

Total program service expenses









\$

462,927,713

Form 990 (2009)

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> . . . . .	1	No
2	Is the organization required to complete Schedule B, Schedule of Contributors? . . . . .	2	No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> . . . . .	3	No
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i> . . . . .	4	
5	<b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i> . . . . .	5	No
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>  . . . . .	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II</i>  . . . . .	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>  . . . . .	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>  . . . . .	9	No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>  . . . . .	10	No
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.</i> . . . . . 	11	Yes
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X.</i>		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> 	12	Yes
12A	Was the organization included in consolidated, independent audited financial statements for the tax year?	Yes	No
	<i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i> . . . . . 	12A	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States? . . . . .	14a	No
14b	<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i> . . . . .	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Part II</i> . . . . .	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? <i>If "Yes," complete Schedule F, Part III</i> . . . . .	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> . . . . .	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> . . . . .	19	No
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> . . . . .	20	No

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25</i> . . . . .	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .	24d		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> . . . . .	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28a	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> . . . . .	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	35	Yes	
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . . . .	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No	
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable . . . . .	1a	49,962		
	b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b		0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .			1c	Yes	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return . . . . .	2a	895		
	b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note:</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)				2b
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? . . . . .			3a	No
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .			4a	Yes
	b If "Yes," enter the name of the foreign country: BB See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .			5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b	No	
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? . . . . .			5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? . . . . .			6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .			6b		
7 Organizations that may receive deductible contributions under section 170(c).					
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .			7a		
b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .			7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .			7c		
d If "Yes," indicate the number of Forms 8282 filed during the year . . . . .			7d		
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .			7e		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			7f		
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . . . .			7g		
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? . . . . .			7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .			8		
9 Sponsoring organizations maintaining donor advised funds.					
a Did the organization make any taxable distributions under section 4966? . . . . .			9a		
b Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .			9b		
10 Section 501(c)(7) organizations. Enter					
a Initiation fees and capital contributions included on Part VIII, line 12 . . . . .			10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			10b		
11 Section 501(c)(12) organizations. Enter					
a Gross income from members or shareholders . . . . .			11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . . . .			11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year			12b		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body . . . . .	1a	19	
b	Enter the number of voting members that are independent . . . . .	1b	11	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets? . . . . .	5		No
6	Does the organization have members or stockholders? . . . . .	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body? . . . . .	8a	Yes	
b	Each committee with authority to act on behalf of the governing body? . . . . .	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .	9		No

Section B. Policies

(This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates? . . . . .	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? . . . . .	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11		No
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990 . . . . .			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done . . . . .	12c	Yes	
13	Does the organization have a written whistleblower policy? . . . . .	13	Yes	
14	Does the organization have a written document retention and destruction policy? . . . . .	14		No
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official . . . . .	15a	Yes	
b	Other officers or key employees of the organization . . . . .	15b	Yes	
	If "Yes" to line a or b, describe the process in Schedule O (See instructions )			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .	16b		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶	
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request	
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ JEANNE FOSTER VP FINANCE ONE DELTA DRIVE Mechanicsburg, PA 17055 (717) 766-8500	

## Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

☐ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

Form **990** (2009)



<b>1b</b>	<b>Total</b> . . . . .	3,568,221	3,487,724	6,462,110
-----------	------------------------	-----------	-----------	-----------

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **▶**30

		<b>Yes</b>	<b>No</b>
<b>3</b>	Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	<b>3</b>	No
<b>4</b>	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	<b>4</b>	Yes
<b>5</b>	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .	<b>5</b>	No

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
Apple One Employment Services PO Box GLENDALE, CA 91209	Temporary employees	147,212
Nauman Smith Shissler Hall 200 North Third Street HARRISBURG, PA 17108	Legal	409,021
Armanino McKenna LLP 12667 Alcosta Blvd Suite 580 SAN RAMON, CA 94583	Auditing	380,945
Aeroteck Professional Services 3689 Collection Center Drive CHICAGO, IL 60693	Temp Employees	504,099
JFC Temps Inc 1520 Market Street CAMP HILL, PA 170010869	Temp Employees	110,719

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**5

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues . . . . .	1b					
	c	Fundraising events . . . . .	1c					
	d	Related organizations . . . .	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f					
	g	Noncash contributions included in lines 1a-1f \$ _____						
	h	Total. Add lines 1a-1f . . . . .		0				
Program Service Revenue			Business Code					
	2a	DIRECT PREMIUMS		474,451,482	474,451,482			
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f . . . . .		474,451,482				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) . . . . .		1,171,340	1,171,340			
	4	Income from investment of tax-exempt bond proceeds . .		0				
	5	Royalties . . . . .		0				
	6a	(i) Real		(ii) Personal				
		Gross Rents						
		b	Less rental expenses					
		c	Rental income or (loss)					
	d	Net rental income or (loss) . . . . .						
	7a	(i) Securities		(ii) Other				
		Gross amount from sales of assets other than inventory	5,899,404					
		b	Less cost or other basis and sales expenses	5,933,704				
		c	Gain or (loss)	-34,300				
	d	Net gain or (loss) . . . . .		-34,300	-34,300			
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .		a				
		b	Less direct expenses . . . . .	b				
		c	Net income or (loss) from fundraising events . .		0			
	9a	Gross income from gaming activities See Part IV, line 19 . . . . .		a				
		b	Less direct expenses . . . . .	b				
		c	Net income or (loss) from gaming activities . .		0			
	10a	Gross sales of inventory, less returns and allowances . . . . .		a				
b		Less cost of goods sold . . . . .	b					
c		Net income or (loss) from sales of inventory . .		0				
Miscellaneous Revenue		Business Code						
11a								
b								
c								
d	All other revenue . . . . .							
e	Total. Add lines 11a-11d . . . . .		0					
12	Total revenue. See Instructions . . . . .		475,588,522	475,588,522				

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	253,927	253,927		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	427,494,593	427,494,593		
5	Compensation of current officers, directors, trustees, and key employees . . . . .	2,042,385		2,042,385	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
7	Other salaries and wages	15,835,237	14,755,274	1,079,963	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	1,189,928	1,108,775	81,153	
9	Other employee benefits . . . . .	4,495,080	4,188,516	306,564	
10	Payroll taxes . . . . .	1,338,512	1,247,225	91,287	
11	Fees for services (non-employees)				
a	Management . . . . .	0			
b	Legal . . . . .	569,463		569,463	
c	Accounting . . . . .	406,917		406,917	
d	Lobbying . . . . .	0			
e	Professional fundraising See Part IV, line 17 . . . . .	0			
f	Investment management fees . . . . .	0			
g	Other . . . . .	225,106		225,106	
12	Advertising and promotion . . . . .	144,434	134,584	9,850	
13	Office expenses . . . . .	3,174,239	2,957,756	216,483	
14	Information technology . . . . .	2,109,495	1,965,627	143,868	
15	Royalties . . . . .	0			
16	Occupancy . . . . .	985,697	918,472	67,225	
17	Travel . . . . .	583,048	543,284	39,764	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19	Conferences, conventions, and meetings . . . . .	19,889	18,533	1,356	
20	Interest . . . . .	142,771	142,771		
21	Payments to affiliates . . . . .	0			
22	Depreciation, depletion, and amortization . . . . .	500,987	466,820	34,167	
23	Insurance . . . . .	0			
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below )				
a	COMMISSIONS	6,502,228	6,502,228		
b	OTHER EXPENSES	246,113	229,328	16,785	
c					
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	468,260,049	462,927,713	5,332,336	0
26	Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

						(A)		(B)
						Beginning of year		End of year
Assets	1	Cash—non-interest-bearing . . . . .					1	
	2	Savings and temporary cash investments . . . . .				991,683	2	-1,725,574
	3	Pledges and grants receivable, net . . . . .					3	
	4	Accounts receivable, net . . . . .				39,192,741	4	35,807,043
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .					5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L . . . . .					6	
	7	Notes and loans receivable, net . . . . .				3,360,000	7	3,360,000
	8	Inventories for sale or use . . . . .					8	
	9	Prepaid expenses and deferred charges . . . . .				2,308,321	9	1,149,117
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	32,987,648				
	b	Less accumulated depreciation . . . . .	10b	18,616,056	14,866,147	10c	14,371,592	
	11	Investments—publicly traded securities . . . . .				19,348,422	11	31,238,762
	12	Investments—other securities See Part IV, line 11 . . . . .				10,130,620	12	12,032,270
	13	Investments—program-related See Part IV, line 11 . . . . .					13	
	14	Intangible assets . . . . .					14	
	15	Other assets See Part IV, line 11 . . . . .				115,123	15	353,930
	16	Total assets. Add lines 1 through 15 (must equal line 34) . . . . .				90,313,057	16	96,587,140
Liabilities	17	Accounts payable and accrued expenses . . . . .				45,301,066	17	40,345,419
	18	Grants payable . . . . .					18	
	19	Deferred revenue . . . . .				1,599,175	19	3,311,991
	20	Tax-exempt bond liabilities . . . . .					20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D . . . . .					21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .					22	
	23	Secured mortgages and notes payable to unrelated third parties . . . . .					23	
	24	Unsecured notes and loans payable to unrelated third parties . . . . .				3,000,000	24	3,000,000
	25	Other liabilities Complete Part X of Schedule D . . . . .				3,930,165	25	4,466,285
	26	Total liabilities. Add lines 17 through 25 . . . . .				53,830,406	26	51,123,695
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.							
	27	Unrestricted net assets . . . . .					27	
	28	Temporarily restricted net assets . . . . .					28	
	29	Permanently restricted net assets . . . . .					29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.							
	30	Capital stock or trust principal, or current funds . . . . .					30	
	31	Paid-in or capital surplus, or land, building or equipment fund . . . . .					31	
	32	Retained earnings, endowment, accumulated income, or other funds . . . . .				36,482,651	32	45,463,445
	33	Total net assets or fund balances . . . . .				36,482,651	33	45,463,445
	34	Total liabilities and net assets/fund balances . . . . .				90,313,057	34	96,587,140

**Part XI**    **Financial Statements and Reporting**

	Yes	No
<b>1</b> Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
<b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant? . . .		No
<b>b</b> Were the organization's financial statements audited by an independent accountant? . . . . .	Yes	
<b>c</b> If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O . . . .	Yes	
<b>d</b> If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
<b>3a</b> As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .		No
<b>b</b> If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . . .		

Additional Data

Software ID:

Software Version:

EIN: 23-1667011

Name: Delta Dental of Pennsylvania

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Joseph P Beck Jr Director	1 0	X						4,603		0
Richard W Bloomingdale Director	1 0	X						1,200		0
Eugene F Carter Jr Director	1 0	X						4,603		0
Donald R Gordon DDS Vice Chairman	1 0	X						2,203		0
James D Isett DMD Director	1 0	X						0		0
Michael R Kahn DMD Director	1 0	X						1,634		0
Kenneth G Miller DDS Director	1 0	X						1,200		0
Gregory W Pyle DMD Director	1 0	X						1,200		0
Dallas J Rearic Director	1 0	X						1,200		0
John H Rhodes Chairman	1 0	X						28,755		0
S Kathleen Shivery Director	1 0	X						1,200		0
Matthew E Simmons DDS Director	1 0	X						1,603		0
James A Smeltzer CPA Treasurer	1 0	X						4,603		0
Edward L Woehling DDS Secretary	1 0	X						1,200		0
Michael B Loughran Director	1 0	X						1,200		0
Eric N Hodges DMD Director	1 0	X						0		0
Patricia A McVicker Director	1 0	X						0		0
Louis J Gregorio Director	1 0	X						0		0
William A DelVecchio DMD Director	1 0	X						600		0
Gary D Radine President	60 0			X				0	1,442,708	2,382,491
Anthony S Barth Sr Vice President	50 0			X				0	765,404	2,388,089
Roy M Hilliard Sr Vice President, Marketing	50 0			X				665,500		39,430
Renee A Fisher Sr VP, Claims Administration	50 0			X				472,987	0	39,740
Philip N Engle Sr VP, Information Systems	50 0			X				220,201		37,389
Michael J Castro Chief Financial Officer	50 0			X				0	546,135	984,993

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Jeanne M Foster Vice President, Finance	50 0			X				238,021	0	40,252
Cheryl A Lerner DMD VP, Professional Relations	50 0			X				181,997	0	32,745
Richard C Graybill VP, Underwriting and Actuarial	50 0			X				203,078	0	26,736
Charles Lamont Esq Compliance Officer	50 0			X				0	376,785	195,374
Karen L Robinson Assistant Secretary	50 0			X				82,122		15,391
Whitney H Sherbocker Assistant Secretary	50 0			X				142,231		30,076
Alicia F Weber Group VP/Controller	50 0			X				0	356,692	63,504
Robert D Coover Director, Sales	50 0					X		270,241		40,053
William G Reck Sales Account Executive	50 0					X		252,131	0	32,288
Alvin E Sheets Sales Account Executive	50 0					X		252,418		32,021
Richard Schon Director, Sales	50 0					X		275,128	0	40,738
Christopher Davis Sales Account Executive	50 0					X		255,162	0	40,800

SCHEDULE D  
(Form 990)

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

<b>Name of the organization</b> Delta Dental of Pennsylvania	<b>Employer identification number</b> 23-1667011
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Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶\_\_\_\_\_

4

Number of states where property subject to conservation easement is located ▶\_\_\_\_\_

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶\_\_\_\_\_

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶\$ \_\_\_\_\_

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization’s financial statements that describes the organization’s accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X

▶ \$ \_\_\_\_\_

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ \_\_\_\_\_

b

Assets included in Form 990, Part X

▶ \$ \_\_\_\_\_

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2009



Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance . . . . .				
b	Contributions . . . . .				
c	Investment earnings or losses . . . . .				
d	Grants or scholarships . . . . .				
e	Other expenditures for facilities and programs . . . . .				
f	Administrative expenses . . . . .				
g	End of year balance . . . . .				

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ %

b

Permanent endowment ▶ %

c

Term endowment ▶ %

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations . . . . .

3a(i)

☐ Yes

☐ No

(ii)

related organizations . . . . .

3a(ii)

☐ Yes

☐ No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

☐ Yes

☐ No

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .	1,620,279			1,620,279
b Buildings . . . . .	11,947,209		4,460,330	7,486,879
c Leasehold improvements . . . . .	1,638,763		1,597,692	41,071
d Equipment . . . . .	5,679,339		4,537,817	1,141,522
e Other . . . . .	12,102,058		8,020,217	4,081,841
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				14,371,592



Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1475,588,522
2	Total expenses (Form 990, Part IX, column (A), line 25)	2468,260,049
3	Excess or (deficit) for the year Subtract line 2 from line 1	37,328,473
4	Net unrealized gains (losses) on investments	4-422,318
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV)	8
9	Total adjustments (net) Add lines 4 - 8	9-422,318
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	106,906,155

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements . . . . .	1187,454,914
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	2e
a	Net unrealized gains on investments . . . . .2a	
b	Donated services and use of facilities . . . . .2b	
c	Recoveries of prior year grants . . . . .2c	
d	Other (Describe in Part XIV) . . . . .2d	
e	Add lines 2a through 2d . . . . .	2e
3	Subtract line 2e from line 1 . . . . .	3187,454,914
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	4c
a	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .4a	
b	Other (Describe in Part XIV) . . . . .4b288,133,608	
c	Add lines 4a and 4b . . . . .	4c288,133,608
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . .	5475,588,522

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements . . . . .	1180,126,441
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	2e
a	Donated services and use of facilities . . . . .2a	
b	Prior year adjustments . . . . .2b	
c	Other losses . . . . .2c	
d	Other (Describe in Part XIV) . . . . .2d	
e	Add lines 2a through 2d . . . . .	2e
3	Subtract line 2e from line 1 . . . . .	3180,126,441
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	4c
a	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .4a	
b	Other (Describe in Part XIV) . . . . .4b288,133,608	
c	Add lines 4a and 4b . . . . .	4c288,133,608
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 ) . . . . .	5468,260,049

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
Other Revenue	Part XII, Line 4b	Administrative Service Contracts claim reimbursement revenue \$288,133,608
Other Expenses	Part XIII, Line 4b	Claims accrrued for Administrative Service Contracts \$288,133,608
FIN 48 Footnote	Part X, Line 2	The Company is a tax-exempt organization organized under Section 501(c)(4) of the Internal Revenue Code and, as such, no provision for income taxes has been made in the financial statements. Current accounting guidance clarifies accounting for uncertainties in tax positions recognized in an entity's financial statements. The guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. These tax positions include those where the Company is exempt from income taxes or not subject to income taxes or unrelated business income. The Company evaluated the impact of implementing the new accounting pronouncement and determined that it had no impact on the Company's financial statements.

Schedule I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Grants and Other Assistance to Organizations,  
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990

OMB No 1545-0047

2009

Open to Public  
Inspection

Name of the organization  
Delta Dental of Pennsylvania

Employer identification number  
23-1667011

Part I General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .

☒ Yes ☐ No

2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2

Enter total number of section 501(c)(3) and government organizations . . . . .

23

3

Enter total number of other organizations . . . . .

**Part III** **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

[illegible]

Software ID:

Software Version:

EIN: 23-1667011

Name: Delta Dental of Pennsylvania

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Kids Smiles Inc2821 Island Avenue Suite 210 Philadelphia, PA 19153	30-0249717		8,000				To provide dental education and improved access to dental health care treatment
Mission of MercyPO Box 102 Fairfield, PA 173200102	86-0704883		10,000				To provide dental education and improved access to dental health care treatment
CCBC Foundation7200 Soller Point Road Baltimore, MD 212224649	20-3246676		10,000				To provide dental education and improved access to dental health care treatment
Healthlink Medical Center1775 Sreet Road Southampton, PA 18966	23-2998707		10,000				To provide dental education and improved access to dental health care treatment
Bradford County Dental Health Services1 Progress Plaza Suite 6 Towanda, PA 18848	23-2889300		10,000				To provide dental education and improved access to dental health care treatment
Centre Volunteers in Medicine251 Easterly Parkway Suite 102 State College, PA 16801	25-1897969		10,000				To provide dental education and improved access to dental health care treatment
Crescent Park Dental Clinic Warren Gen HospitalTwo Crescent Park West PO Box 68 Warren, PA 163650068	25-0965598		10,000				To provide dental education and improved access to dental health care treatment
St Joseph Medical CenterPO Box 316 Reading, PA 196030316	23-2865460		10,000				To provide dental education and improved access to dental health care treatment
Susquehanna Health System Dental Clinic1100 Grampian Blvd Williamsport, PA 170011995	23-2743470		10,000				To provide dental education and improved access to dental health care treatment
St Luke's Hospital & Health Network801 Ostrum Street Bethlehem, PA 18015	23-1532213		7,500				To provide dental education and improved access to dental health care treatment

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
The Community Check-up Center38C Hall Manor Harrisburg, PA 17104	25-1724315		10,000				To provide dental education and improved access to dental health care treatment
Hamilton Health Center1821 Fulton Street Harrisburg, PA 171021522	23-1858363		10,000				To provide dental education and improved access to dental health care treatment
Community Health Clinic943 Fourth Avenue New Kingston, PA 15068	25-1308056		10,000				To provide dental education and improved access to dental health care treatment
Phoenixville HealthcarePO Box 591 Phoenixville, PA 19460	20-2556121		10,000				To provide dental education and improved access to dental health care treatment
United Way of the Capital Region2235 Millinium Way Enola,PA 17025	23-1352095		36,367				To provide dental education and improved access to dental health care treatment
Misc Small Donations			15,060				To provide dental education and improved access to dental health care treatment
Chester County Community Dental1131 Olive Street Coatesville,PA 19320	06-1654816		10,000				To provide dental education and improved access to dental health care treatment
Community Health and Dental Care11 Robinson Street Ste 100 Pottstown,PA 19464	20-2764402		7,000				To provide dental education and improved access to dental health care treatment
Keystone Dental Care767 5th Avenue Ste B-3A Chambersburg, PA 17201	25-1546810		10,000				To provide dental education and improved access to dental health care treatment
Primary Care Coalition of Montgomery County8757 Georgia Avenye 10th Floor Silver Springs,MD 20910	52-1847976		10,000				To provide dental education and improved access to dental health care treatment

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Water Street Dental Clinic 210 South Prince Street Lancaster, PA 17604	23-2798318		10,000				To provide dental education and improved access to dental health care treatment
York Hospital Dental Center 912 South George Street York, PA 17403	23-3050192		10,000				To provide dental education and improved access to dental health care treatment
Community Health Clinic of Butler County 103 Bonnie Drive Butler, PA 16002	20-4852135		10,000				To provide dental education and improved access to dental health care treatment



Schedule J  
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization  
Delta Dental of Pennsylvania

Employer identification number  
23-1667011

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	<div><div><input checked="" type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div></div>		
	<div><div><input checked="" type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div></div>		
	<div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div></div>		
	<div><div><input type="checkbox"/> Discretionary spending account</div><div><input checked="" type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	<div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Written employment contract</div></div>		
	<div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div></div>		
	<div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	No
b	Any related organization?	6b	No
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	Yes
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

[illegible]

**Part III**   **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Ident if ier	Ret urn Reference	Explanat ion
Non-Fixed Compensation Payments	Part I, Line 7	The President of the organization, with Board of Directors approval, may grant an annual bonus to all management employees. These amounts are included in taxable compensation.
Supplemental Non-Qualified Retirement Plan	Part I, Line 4B	Three executives participated in the organization's supplemental nonqualified retirement plan - Roy M. Hilliard, Renee A. Fisher, and Philip N. Engle. Executives paid by a related organization also participate in a supplemental nonqualified retirement program provided by the related organization. Compensation attributable to such programs is included in Part II, Column (C).
Expense Reimbursement	Part I, Line 1A	First-Class travel--First class business travel is reimbursed to the Executive Vice Presidents. First class business travel for Senior Vice Presidents, Group Vice Presidents and Vice Presidents is reimbursed only when approval is received from their Executive Vice President. First class business travel is not treated as taxable compensation. Travel for companions--Travel for a spouse is reimbursed only to one Executive Vice President who must travel for business a major portion of the year. This travel reimbursement is part of taxable compensation. Health or social club dues--The President and Executive Vice Presidents may be reimbursed for one health or social club upon approval by the President. Three senior executives received this benefit in 2009. The cost of this benefit is included in taxable compensation. Personal Services--Financial and tax planning expenses are reimbursed to employees who are at the Director or above level of management. There is a company policy outlining the maximum reimbursement allowed for each management level. These reimbursements are included in taxable compensation of the reimbursed employees.
Compensation Paid by Related Organization	Part II, Line (ii)	Five of the organization's officers are paid by a related organization. Accordingly, their compensation is reported in Line (ii).

Software ID:  
Software Version:  
EIN: 23-1667011  
Name: Delta Dental of Pennsylvania

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Gary D Radine	(i)	0	0	0	0	0	0
	(ii)	1,246,154	0	196,554	2,369,188	13,303	3,825,199
Anthony S Barth Sr	(i)	0	0	0	0	0	0
	(ii)	726,923	0	38,481	2,369,560	18,529	3,153,493
Roy M Hilliard Sr	(i)	221,400	110,600	333,500	25,725	13,705	704,930
	(ii)						
Renee A Fisher	(i)	209,387	1,100	262,500	24,727	15,013	512,727
	(ii)	0	0	0	0	0	0
Philip N Engle	(i)	211,846	1,100	7,255	22,376	15,013	257,590
	(ii)						
Michael J Castro	(i)	0	0	0	0	0	0
	(ii)	493,269	0	52,866	966,464	18,529	1,531,128
Jeanne M Foster	(i)	229,397	1,100	7,524	25,239	15,013	278,273
	(ii)	0	0	0	0	0	0
Cheryl A Lerner DMD	(i)	171,716	950	9,331	18,159	14,586	214,742
	(ii)	0	0	0	0	0	0
Richard C Graybill	(i)	193,933	1,100	8,045	20,493	6,243	229,814
	(ii)	0	0	0	0	0	0
Charles Lamont Esq	(i)	0	0	0	0	0	0
	(ii)	337,115	0	39,670	182,348	13,026	572,159
Whitney H Sherbocker	(i)	145,385	950	-4,104	15,373	14,703	172,307
	(ii)						
Robert D Coover	(i)	109,454	152,059	8,728	25,725	14,328	310,294
	(ii)						
William G Reck	(i)	72,654	169,113	10,364	25,421	6,867	284,419
	(ii)	0	0	0	0	0	0
Alvin E Sheets	(i)	73,349	166,503	12,566	17,989	14,032	284,439
	(ii)						
Alicia F Weber	(i)	0	0	0	0	0	0
	(ii)	338,790	0	17,902	47,974	15,530	420,196
Richard Schon	(i)	107,792	158,683	8,653	25,725	15,013	315,866
	(ii)	0	0	0	0	0	0
Christopher Davis	(i)	60,257	192,339	2,566	25,546	15,254	295,962
	(ii)	0	0	0	0	0	0

Schedule L

(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Transactions with Interested Persons

▶ **Complete if the organization answered**  
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,  
or Form 990-EZ, Part V lines 38a or 40b.  
▶ **Attach to Form 990 or Form 990-EZ. ▶See separate instructions.**

OMB No 1545-0047

2009

Open to Public  
Inspection

**Name of the organization**  
Delta Dental of Pennsylvania

**Employer identification number**

23-1667011

Part I

Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?
			Yes No

2	Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$	
3	Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$	

Part II

Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total . . . . .			▶ \$							

Part III

Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance
-------------------------------	---	---

Part IV

Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Sovereign Bank	Joseph P Beck, Jr	4,192,496	Premium Receipts		No
James D Isett DMD	Participating Provider	450,730	Dental Claim Payments		No
Eric N Hodges DMD	Participating Provider	143,013	Dental Claim Payments		No
Gregory W Pyle DMD	Participating Provider	120,511	Dental Claim Payments		No
Matthew E Simmons DDS	Participating Provider	145,390	Dental Claim Payments		No
Arnold L Freedman DDS	Participating Provider	134,311	Dental Claim Payments		No

SCHEDULE O  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public  
Inspection

Name of the organization  
Delta Dental of Pennsylvania

Employer identification number  
23-1667011

Identifier	Return Reference	Explanation
Members and Stockholders	Part VI, Sec A, Lines 6-7	The organization has one class of members, designated Corporate Members, who are directors of Dentegra Group, Inc , the organization's parent holding company The organization's directors vote on persons nominated as directors for endorsement to the Corporate Members, who elect the directors The Corporate Members also must approve any changes to specified Bylaw s provisions
Process used to review Form 990	Part VI, Sec B, Line 11	The organization's CFO and legal counsel oversee the completion of the Form 990, and review it with the President/CEO and with the Board of Director's Audit Committee prior to filing
Compliance with conflict of interest policy	Part VI, Sec B, Line 12c	Each director is required to complete a Conflict of Interest Disclosure Statement annually, and between annual statements is required to disclose any new position or relationship formed that potentially raises a conflict of interest Legal counsel reviews these disclosures and reports the information to the full board of directors
Written document retention and destruction policy	Part VI, Sec B, Line 14	A draft document retention and destruction policy is under consideration pending the testing of associated software being installed for management of electronic records
Process for determining compensation	Part VI, Sec B, Lines 15a and b	Compensation paid to the CEO, which is paid through a contractual agreement with Dentegra Group, Inc ("DGI"), is reviewed and approved by the DGI directors Vice presidents' compensation is either approved by the President or in accordance with the procedure of Delta Dental of California by whom they are employed All compensation for the ensuing year is only approved after reviewing comparability data presented by an outside compensation consultant, an assessment of each officer's performance over the preceding year and the organization's program accomplishments for the year This process was followed for 2009 compensation
Process for making documents available to the public	Part VI, Sec C, Line 19	The organization annually includes major portions of its financial statement in a published annual report that is made available to persons or entities known to have an interest in the organization, and is available to the larger public upon request Statutory financial statements are included in quarterly and annual returns to state Departments of Insurance regulating the organization which returns are available to the public The organization does not make its governing documents or conflict of interest policy available to the public
Transactions with Interested Persons	Schedule L, Part IV	Organization director Joseph P Beck is an officer of Sovereign Bank
Delta Dental Enterprise	Form 990, Part VII, Schedule J, Schedule R	The organization is a member of the Delta Dental of California enterprise companies, which include Delta Dental of California, Delta Dental of Pennsylvania and affiliate companies operating in 15 states, the District of Columbia, Puerto Rico and the U S Virgin Islands The enterprise companies comprise one of the nation's largest dental benefits delivery systems covering 25 million enrollees and handling 36.8 million claims Total revenue for the enterprise exceeded \$6.2 billion in 2009 The organization represents approximately 8% of total enterprise revenues



Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproporionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	No
PACA Management LLC											
One Delta Drive Mechanicsburg, PA17055 94-3277375	Ins Mgmt	DE		Mgmt				No		Yes	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
See Additional Data Table							



Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

Yes

No

1a

No

1b

Yes

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

Yes

1l

Yes

1m

No

1n

No

1o

Yes

1p

Yes

1q

No

1r

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1)	See Additional Data Table		
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2009

**Part VI**   **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Software ID:

Software Version:

EIN: 23-1667011

Name: Delta Dental of Pennsylvania

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income (\$)	(g) Share of end-of-year assets (\$)	(h) Percentage ownership
Delta Reinsurance Corporation CGI Tower 2nd Floor Warrens,St Michael BB22026 BB 98-0096711	Reinsurance	BB	NA	C corp			0 871 %
Dentegra Group Inc 100 First Street San Francisco, CA94105 94-3386049	Holding Compa	DE	N/A	C Corp			
Dentegra Insurance Company 100 First Street San Francisco, CA94105 75-1233841	Insurance Comp	DE	Delta Dental of	C Corp			0 200 %
Dentegra Insurance Co of New England 100 First Street San Francisco, CA94105 04-2890218	Insurance Comp	MA	Delta Dental of	C Corp			
Alpha Dental of Nevada Inc 100 First Street San Francisco, CA94105 88-0244893	Insurance Comp	NV	Delta Dental of	C Corp			
Alpha Dental of Utah Inc 100 First Street San Francisco, CA94105 86-0672505	Insurance Comp	UT	Delta Dental of	C Corp			
Alpha Dental Programs Inc 100 First Street San Francisco, CA94105 74-2447512	Insurance Comp	TX	Delta Dental of	C Corp			
Alpha Dental of Alabama Inc 100 First Street San Francisco, CA94105 63-0796079	Insurance Comp	AL	Delta Dental of	C Corp			
Alpha Dental of New Mexico Inc 100 First Street San Francisco, CA94105 33-0279230	Insurance Comp	NM	Delta Dental of	C Corp			
Alpha Dental of Arizona Inc 100 First Street San Francisco, CA94105 93-0939835	Insurance Comp	AZ	Delta Dental of	C Corp			
Dentegra Seguros Dentales SA Insurgentes Sur 826 Piso 15 Col del Valle MX	Insurance Comp	MX	Dentegra Ins	C Corp			
Delta Dental of Puerto Rico 14 Calle 2 Suite 200 Guaynabo 00968 RQ 66-0436769	Insurance Comp	RQ	Delta Dental of	C Corp			
Servicios Dentales Dentegra SA de CV Insurgentes Sur 826 Piso 15 Col del Valle MX	Ins Admin	MX	Dentegra Ins	C Corp			
Delta Dental Insurance Company 100 First Street San Francisco, CA94105 94-2761537	Insurance Comp	CA	Delta Dental of	C Corp			

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)
(1) Delta Reinsurance Corporation	b	2,750,000
(2) Delta Dental of Delaware Inc	k	1,604,933
(3) Delta Dental of California	p	43,435
(4) Delta Dental of California	o	2,398,254
(5) PACA Management LLC	p	31,972,240
(6) Delta Dental of West Virginia Inc	k	1,515,326
(7) PACA Management LLC	l	7,169,018
(8) Delta Dental Insurance Company	k	177,943
(9) Delta Dental of California	k	15,122,051
(10) Delta Dental of California	l	8,979,546

Form

4562

Depreciation and Amortization  
(Including Information on Listed Property)

OMB No 1545-0172

2009

Attachment  
Sequence No 67

Name(s) shown on return Delta Dental of Pennsylvania	Business or activity to which this form relates GENERAL DEPRECIATION	Identifying number 23-1667011
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Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount See the instructions for a higher limit for certain businesses . . . . .	1	\$ 125,000
2 Total cost of section 179 property placed in service (see instructions) . . . . .	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions) . . . . .	3	\$ 500,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- . . . . .	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions . . . . .	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6			
7 Listed property Enter the amount from line 29 . . . . .	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 . . . . .	8		
9 Tentative deduction Enter the smaller of line 5 or line 8 . . . . .	9		
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562 . . . . .	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) . . . . .	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 . . . . .	12		
13 Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 .	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property ) (See instructions )	
14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14
15 Property subject to section 168(f)(1) election . . . . .	15
16 Other depreciation (including ACRS) . . . . .	16 500,987

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A		
17 MACRS deductions for assets placed in service in tax years beginning before 2009 . . . . .	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here . . . . .		

Section B—Assets Placed in Service During 2008 Tax Year Using the General Depreciation System						
(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System						
<b>20a</b> Class life					S/L	
<b>b</b> 12-year			12 yrs		S/L	
<b>c</b> 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28 . . . . .	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions . . . . .	22	500,987
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs . . . . .	23	

Part V

Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)  
**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?						<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			24b If "Yes," is the evidence written?			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(a) Type of property (list vehicles first)		(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)		(f) Recovery period	(g) Method/ Convention		(h) Depreciation/ deduction		(i) Elected section 179 cost		
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25						
26 Property used more than 50% in a qualified business use														
			%											
			%											
			%											
27 Property used 50% or less in a qualified business use														
			%				S/L -							
			%				S/L -							
			%				S/L -							
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1								28						
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1										29				

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person  
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year ( <b>do not</b> include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions )		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) A mortization period or percentage	(f) A mortization for this year
42 A mortization of costs that begins during your 2009 tax year (see instructions)					
43 A mortization of costs that began before your 2009 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2009 Itemized Other Assets Schedule

**Name:** Delta Dental of Pennsylvania

**EIN:** 23-1667011

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
		Other Assets	1,102,961	

**TY 2009 Itemized Other Current Assets**  
**Schedule**

**Name:** Delta Dental of Pennsylvania  
**EIN:** 23-1667011

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
		Other Current Assets	4,072	4,324

TY 2009 Other Deductions Schedule

**Name:** Delta Dental of Pennsylvania

**EIN:** 23-1667011

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
Other Deductions		103,501,866



TY 2009 Itemized Other Investments Schedule

**Name:** Delta Dental of Pennsylvania

**EIN:** 23-1667011

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
		Other Investments	149,904	

# TY 2009 Other Income Statement

**Name:** Delta Dental of Pennsylvania

**EIN:** 23-1667011

Description	Foreign Amount	Amount
Investment Income		24,330
Other Income		1,427,311

TY 2009 Paid-In or Capital Surplus Reconciliation Statement

**Name:** Delta Dental of Pennsylvania

**EIN:** 23-1667011

Description	Beginning Amount	Ending Amount
Paid-in Capital in Surplus	2,715,000	5,925,000